

LAW OFFICES OF  
**MORGAN, LEWIS & BOCKIUS LLP**  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 309-6000  
FAX: (212) 309-6273

ATTORNEYS FOR DEFENDANTS

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**PAULA KRITZMAN,**

**Plaintiff,**

**v.**

**AMERICAN EXPRESS RETIREMENT  
PLAN, AMERICAN EXPRESS  
COMPANY, AMERICAN EXPRESS  
COMPANY EMPLOYEE BENEFITS  
ADMINISTRATION COMMITTEE,  
JOHN DOES 1-100**

**Defendants.**

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**06 CV 0233 (LAK)**

**ELECTRONICALLY FILED**

**DEFENDANTS' NOTICE OF MOTION AND MOTION FOR LEAVE  
TO FILE AN OVER-LENGTH REPLY MEMORANDUM  
IN SUPPORT OF ITS MOTION TO DISMISS**

PLEASE TAKE NOTICE that pursuant to Rules 7(b) and 12(b)(6) of the Federal Rules of Procedure, American Express Retirement Plan, American Express Company, and American Express Company Employee Benefits Administration Committee ("Defendants"), by and through their counsel, Morgan Lewis & Bockius, LLP, will move this Court before the Honorable Lewis A. Kaplan, United States District Court Judge, on a date and at a time to be designated by the Court, at the United States Courthouse for the Southern District of New York, 500 Pearl Street, New York, New York 10007, for an Order granting Defendants Leave to File an Over-length Reply Memorandum in Support of its Motion to Dismiss. Plaintiff does not oppose this request.

**MOTION**

Defendants, by and through their counsel, hereby respectfully move this Court for leave to file an over-length Memorandum in support of its Motion to Dismiss.

1. Pending before this Court is Defendants' Motion to Dismiss Plaintiff's Complaint in its entirety.

2. Defendants' Reply Memorandum of Law is due to be filed on May 19, 2006.

3. This Court's rules limit the length of reply memoranda to 10 pages absent leave of Court.

4. Plaintiff's Complaint in this matter challenges several different aspects of the American Express Retirement Plan ("the Plan"), a cash balance pension plan governed by the Employee Retirement Income Security Act ("ERISA").

5. The Complaint asserts nine different counts, challenging seven different aspects of the Plan or communications made about the Plan. Although Plaintiff has withdrawn two counts of her Complaint in response to Defendants' Motion to Dismiss, seven counts remain at issue.

6. Plaintiff's claims are highly technical and require an in-depth analysis of the terms of the Plan as well as ERISA's statutory and regulatory requirements.

7. In order to reply to Plaintiff's contentions with respect to grounds for the dismissal of Plaintiff's remaining claims, Defendants respectfully request leave of the Court to file a reply memorandum of up to 20 pages in support of their Motion to Dismiss.

8. Plaintiff does not oppose this request.

**MORGAN, LEWIS & BOCKIUS LLP**

By: s/Christopher A. Parlo  
Christopher Parlo (CP 4310)  
cparlo@morganlewis.com

101 Park Avenue  
New York, NY 10178  
(212) 309-6000  
Fax: (212) 309-6001  
E-Mail:

Michael L. Banks  
(*Pro Hac Vice* Admission pending)  
Jeremy P. Blumenfeld  
(Admitted *Pro Hac Vice*)  
Morgan, Lewis & Bockius LLP  
1701 Market Street  
Philadelphia, Pennsylvania 19103-2921  
Tel. 215.963.5000  
Fax: 215.963.5001  
Attorneys for Defendants

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing was filed electronically on May 17, 2006 and accordingly served upon the following:

Law Offices of Curtis V. Trinko, LLP  
16 West 46th Street  
Seventh Floor  
New York, NY 10036

Schiffirin & Barroway, LLP  
Joseph H. Meltzer, Esq.  
Edward W. Ciolko, Esq.  
Mark K. Gyandoh, Esq.  
Joseph A. Weeden, Esq.  
280 King of Prussia Road  
Radnor, Pennsylvania 19087

/s/ Tamara Garnes Mata  
Tamara Garnes Mata